of the child labor decision controlling. As suggested, the measure might have been constitutional had there been a mere imposition of a tax on the transactions intended; but the additional rules and regulations with attending penalties for violation change the tenor of the act and make the tax subordinate to the purpose and merely a means to attain the desired end. In order to be within the constitutional grant of power, the taxing power should be used as a means of raising revenue only (6 Michigan Law Review, 277; 10 California Law Review, Supra, p. 504); then if it be in fact prohibitory there can be no objection and it would not be unconstitutional. The decision in the principal case seems correct in view of the fact that an extension of the taxing power to enable an exercise of "police power" is not only unconstitutional but would open the door to "Congressional autocracy."

CORPORATIONS: RIGHT OF CORPORATION TO CALL UPON TRUE OWNER OF STOCK FOR PORTION OF UNPAID SUBSCRIPTION PRICE OF STOCK HELD IN NAME OF ANOTHER—Action by plaintiff corporation to recover from A and the estate of B the amount due from them upon assessment for a portion of the unpaid subscription price of its corporate stock. Shares issued to A, trustee, and stood on plaintiff's books in that name. There was evidence that B was at all times after issuance the real and actual owner of the stock and that in taking and holding it A acted solely as agent of A and for A's exclusive use and benefit. *Held*: that recovery may be had. *Geary Street, Park and Ocean Railroad Company v. Rolph* (June 2, 1922) 63 Cal. Dec. 652, 207 Pac. 539.

The decision construes section 324 of the Civil Code, "Wherever the capital stock of any corporation is divided into shares, and certificates therefore are issued, such shares of stock, . . . are personal property, and may be transferred by indorsement by signature of the proprietor . . . and the delivery of the certificate; but such transfer is not valid, except as to the parties thereto, until the same is so entered on the books of the corporation as to show the names of the parties by whom and to whom transferred, the number of the certificate, the number or designation of the shares, and the date of the transfer." Defendants relied upon this section as changing the general rule, with which present holding is undoubtedly in accord. Story on Agency, §§ 446, 446a, 447; 1 Cook on Corporations, §§ 249, 253; 2 Mecham on Agency, §§ 1710, 1717; Brown v. Artman (1908) 166 Fed. 485; Brown v. Huey (1908) 166 Fed. 483; Kurtz v. Brown (1906) 152 Fed. 372, American, etc. Co. v. Kurtz (1905) 134 Fed. 663; Fell v. Securities Co. (1917) 100 Atl. 788 (Del.); Gordon v. Cummings (1914) 78 Wash. 515, 139 Pac. 493; Ohio V. N. Bank v. Hulitt (1907) 204 U. S. 162, 51 L. Ed. 423, 27 Sup. Ct. Rep. 179.

The court, however, points out that this section relates exclusively to transfers of shares of stock and to the things necessary to make such transfers valid as to other persons than the transferer and transferee and does not affect the right which a corporation would have under the general principles of the law of undisclosed principal (see article on "Undisclosed Principal in California" by Professor A. T. Wright, 5 California Law Review, 183, pp. 189-194.) to enforce against the principal the obligation incurred by the agent. The validity of the transfer is immaterial where

such relation exists and where a lawful obligation has been incurred by the agent in the course of that relation. The court distinguished the cases presented by the defendant on this point (People's Home Savings Bank v. Statmuller (1906) 150 Cal. 106, 88 Pac. 280; Geary Street etc. Co. v. Bradbury (1918) 179 Cal. 46, 175 Pac. 457; and Visalia etc. Co. v. Hyde (1895) 110 Cal. 632, 43 Pac. 10, 52 A. S. R. 136.) by showing that in none of these was the element of agency present.

WORKMEN'S COMPENSATION ACT: CONSTITUTIONAL LAW: REQUIREMENT OF PAYMENT TO STATE WHERE DECEASED HAD NO DEPENDENTS—An amendment to the Constitution of the State of California, adopted by a popular vote in 1918, invested the legislature "with plenary power . . . . to create and enforce a complete system of workmen's compensation . . . and in that behalf to create and enforce a liability on the part of any or all persons to compensate . . . . their workmen for injury or disability and their dependents for death incurred or sustained in the course of their employment, irrespective of the fault of any party" (Cal. Stats. 1919. p. LXXV).

Believing the scope of this amendment to be sufficiently inclusive to authorize it, the legislature provided that where a workman "does not leave surviving . . . one . . . entitled to a death benefit, the employer shall pay into the treasury of the state . . . $350, for each such fatal injury, in addition to any other payments under the Act, not exceeding three times the annual earnings." This sum was to be paid into a fund "for the promotion of vocational education and rehabilitation of persons disabled in industry." Act 1919, Stats. 1919, p. 273.) *Held:* that compensation could not be awarded to one other than the workman himself or his dependents. The use of "plenary" added no force to the authority granted, hence the Act was unconstitutional. *Yosemite Lumber Co. v. Industrial Acc. Commission* (1922) 63 Cal. Dec. 113, 204 Pac. 226.

The history of workmen's compensation, insurance and employer's liability acts throws a light upon the result in the present case, in that it shows but a gradual development from relief from the common law defenses to insurance of the workman or his dependents from the hazards of industry. The early liability acts merely placed the workmen in approximately the same position as a third party as regards the safe and fit condition of the material instruments of the master's business. Under the compensation acts the employer is made personally liable to a limited extent whenever death or disability happens to a workman "in the course of employment." Though early found unconstitutional in the compulsory form as a deprivation of property without "due process," a veering of judicial attitude has resulted in a universal sustaining of the compulsory acts of the personal liability or insurance type. Where death has occurred and there are no dependents as a rule a liability for funeral expenses alone has been imposed. The history of these acts seemingly associates the idea of compensation with the existence of the injured party or dependents, that is, those directly affected. As to theory, if the constitutional amendment had authorized the imposition of the liability here involved, no serious objection could be made to it as an abuse of the police power. It would be but one step further in a social policy; the state being recompensed for a loss in man power. This would but vary the insur-